

JUN 04 '09 -3 (0 PM

ALVORD AND ALVORD
ATTORNEYS AT LAW
1050 SEVENTEENTH STREET, N.W.SUITE 301
WASHINGTON, D.C.

20036

(202) 393-2266

FAX (202) 393-2156

E-MAIL alvordlaw@aol.com

ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)OF COUNSEL
URBAN A. LESTER

SURFACE TRANSPORTATION BOARD

June 4, 2009

Anne K. Quinlan, Esquire
Acting Secretary
Surface Transportation Board
395 E Street, S.W.
Washington, D.C. 20423-0001

Dear Ms. Quinlan:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Amendment to Security Agreement, dated as of May 15, 2009, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Security Agreement previously filed with the Board under Recordation Number 26455-B. The schedule attached to the Amendment is intended to provide, where appropriate, an updated schedule of the current reporting marks and road numbers of certain units of the railroad equipment and any change, where appropriate, in the lessee of such equipment subject to the Security Agreement.

The names and addresses of the parties to the enclosed document are:

Debtor/Assignor: Infinity Rail, LLC
1355 Peachtree Street
Suite 750 - South Tower
Atlanta, GA 30309

Secured Party/
Assignee: The CIT Group/Equipment Financing, Inc.
30 South Wacker, Suite 3000
Chicago, IL 60606

Anne K. Quinlan, Esquire
June 4, 2009
Page 2

A description of the railroad equipment covered by the enclosed document is:

Lease covering 35 box cars within the series IFRX 517555 - IFRX 517654 (previously UP 517555 - UP 517654) as more particularly set forth in the attachment to the document.

A short summary of the document to appear in the index is:

Memorandum of Amendment to Security Agreement.

Also enclosed is a check in the amount of \$41.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,



Robert W. Alvord

RWA/sem
Enclos

JUN 04 '09 -3 00 PM

MEMORANDUM OF AMENDMENT TO SECURITY AGREEMENT

SURFACE TRANSPORTATION BOARD

1. A Memorandum of Security Agreement, dated July 10, 2006, between The CIT Group/Equipment Financing, Inc. ("CIT") and Infinity Rail, LLC, a Georgia limited liability company ("IR") was recorded with the Surface Transportation Board on July 14, 2006 and given recordation number 26455-B (the "Memorandum"). Said Memorandum was filed pursuant to the Security Agreement identified below, whereby IR granted to CIT, as security for certain obligations of IR to CIT, a security interest in all of IR's right, title, and interest in and to the lease of certain railroad equipment each identified on Schedule 4(a) attached to the Memorandum.

2. "Security Agreement" means the Security Agreement dated as of June 7, 2005, between IR and CIT.

3. The Security Agreement has been updated to provide a description of the lease (as set forth on Schedule I attached hereto) under which the railroad equipment also identified on Schedule I attached hereto is currently subject.

4. The parties wish to show for the public record said update by the filing of this Memorandum of Amendment to Security Agreement. For the avoidance of doubt, the changes to the current description of the lease pursuant to which the railroad equipment reflected on Schedule I hereto are subject shall be incorporated by this reference into Schedule 4(a) of the Memorandum.

5. This Memorandum of Amendment to Security Agreement may be signed in counterpart or duplicate copies, and any signed counterpart or duplicate copy shall be equivalent to a signed original for all purposes.

[Execution on next page; remainder of this page intentionally left blank]

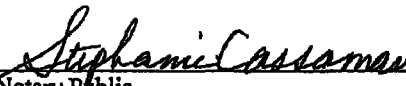
IN WITNESS WHEREOF, the parties hereto have caused this Memorandum to be executed as of
May 15, 2009.

INFINITY RAIL, LLC
By Infinity Asset Management, LLC as Manager

By: 

State of Georgia)
) ss:
County of Fulton)

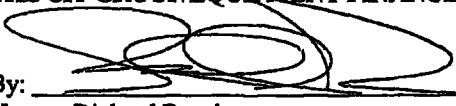
On May 15, 2009, before me personally appeared Jeffrey Edelman, to me personally known, who being by me duly sworn says that he is President of Infinity Asset Management, LLC, Manager of Infinity Rail, LLC, and that he executed the foregoing instrument on behalf of said limited liability company by authority of its board of managers, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said limited liability company.


Notary Public
My commission expires:

[NOTARIAL SEAL]
Notary Public, DeKalb County, Georgia
My Commission Expires Aug. 2, 2009

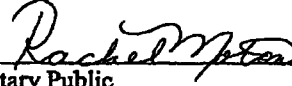
[Execution continued on next page; remainder of this page intentionally left blank]

THE CIT GROUP/EQUIPMENT FINANCING, INC.

By: 
Name: Richard Rossi
Title: Senior Director

State of Illinois)
) ss:
County of Cook)

On May 15, 2009, personally appeared before me Richard Rossi, to me personally known, who being by me duly sworn, said that he is a Senior Director of The CIT Group/Equipment Financing, Inc., that such instrument was signed on behalf of such corporation by the authority of its board of directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of such corporation.


Notary Public
My commission expires:

[NOTARIAL SEAL]



SCHEDULE I

Customer Name	Start Date	Car Type	Original Mark	Original Number	Intermediate Mark	Intermediate Number	Original Mark	Original Number	Intermediate Mark	Intermediate Number
ConAgra Food Ingredients Company, Inc	5/1/2006	70-ton Boxcar	UP	517555			IFRX	517555	A406	
ConAgra Food Ingredients Company, Inc	5/1/2006	70-ton Boxcar	UP	517556			IFRX	517556	A406	
ConAgra Food Ingredients Company, Inc	5/1/2006	70-ton Boxcar	UP	517559			IFRX	517559	A406	
ConAgra Food Ingredients Company, Inc	5/1/2006	70-ton Boxcar	UP	517561			IFRX	517561	A406	
ConAgra Food Ingredients Company, Inc	5/1/2006	70-ton Boxcar	UP	517567			IFRX	517567	A406	
ConAgra Food Ingredients Company, Inc	5/1/2006	70-ton Boxcar	UP	517569			IFRX	517569	A406	
ConAgra Food Ingredients Company, Inc	5/1/2006	70-ton Boxcar	UP	517575			IFRX	517575	A406	
ConAgra Food Ingredients Company, Inc	5/1/2006	70-ton Boxcar	UP	517577			IFRX	517577	A406	
ConAgra Food Ingredients Company, Inc	5/1/2006	70-ton Boxcar	UP	517579			IFRX	517579	A406	
ConAgra Food Ingredients Company, Inc	5/1/2006	70-ton Boxcar	UP	517588			IFRX	517588	A406	
ConAgra Food Ingredients Company, Inc	5/1/2006	70-ton Boxcar	UP	517596			IFRX	517596	A406	
ConAgra Food Ingredients Company, Inc	5/1/2006	70-ton Boxcar	UP	517599			IFRX	517599	A406	
ConAgra Food Ingredients Company, Inc	5/1/2006	70-ton Boxcar	UP	517600			IFRX	517600	A406	
ConAgra Food Ingredients Company, Inc	5/1/2006	70-ton Boxcar	UP	517603			IFRX	517603	A406	
ConAgra Food Ingredients Company, Inc	5/1/2006	70-ton Boxcar	UP	517606			IFRX	517606	A406	
ConAgra Food Ingredients Company, Inc	5/1/2006	70-ton Boxcar	UP	517609			IFRX	517609	A406	
ConAgra Food Ingredients Company, Inc	5/1/2006	70-ton Boxcar	UP	517610			IFRX	517610	A406	
ConAgra Food Ingredients Company, Inc	5/1/2006	70-ton Boxcar	UP	517616			IFRX	517616	A406	
ConAgra Food Ingredients Company, Inc	5/1/2006	70-ton Boxcar	UP	517617			IFRX	517617	A406	
ConAgra Food Ingredients Company, Inc	5/1/2006	70-ton Boxcar	UP	517619			IFRX	517619	A406	
ConAgra Food Ingredients Company, Inc	5/1/2006	70-ton Boxcar	UP	517620			IFRX	517620	A406	
ConAgra Food Ingredients Company, Inc	5/1/2006	70-ton Boxcar	UP	517621			IFRX	517621	A406	
ConAgra Food Ingredients Company, Inc	5/1/2006	70-ton Boxcar	UP	517622			IFRX	517622	A406	
ConAgra Food Ingredients Company, Inc	5/1/2006	70-ton Boxcar	UP	517628			IFRX	517628	A436	
ConAgra Food Ingredients Company, Inc	5/1/2006	70-ton Boxcar	UP	517629			IFRX	517629	A406	
ConAgra Food Ingredients Company, Inc	5/1/2006	70-ton Boxcar	UP	517635			IFRX	517635	A406	
ConAgra Food Ingredients Company, Inc	5/1/2006	70-ton Boxcar	UP	517638			IFRX	517638	A406	
ConAgra Food Ingredients Company, Inc	5/1/2006	70-ton Boxcar	UP	517639			IFRX	517639	A406	
ConAgra Food Ingredients Company, Inc	5/1/2006	70-ton Boxcar	UP	517640			IFRX	517640	A406	
ConAgra Food Ingredients Company, Inc	5/1/2006	70-ton Boxcar	UP	517643			IFRX	517643	A406	
ConAgra Food Ingredients Company, Inc	5/1/2006	70-ton Boxcar	UP	517645			IFRX	517645	A406	
ConAgra Food Ingredients Company, Inc	5/1/2006	70-ton Boxcar	UP	517647			IFRX	517647	A406	
ConAgra Food Ingredients Company, Inc	5/1/2006	70-ton Boxcar	UP	517649			IFRX	517649	A406	
ConAgra Food Ingredients Company, Inc	5/1/2006	70-ton Boxcar	UP	517651			IFRX	517651	A406	
ConAgra Food Ingredients Company, Inc	5/1/2006	70-ton Boxcar	UP	517654			IFRX	517654	A406	

CERTIFICATION

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: _____

6/4/09



Robert W. Alvord